



Grauer & Weil (India) Limited

CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

01/10/2020

To,
The Deputy General Manager,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai - 400 001.

Security Code: 505710

Sub : AGM Electronic-Voting Results

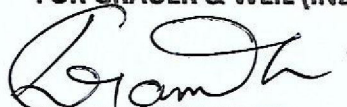
Dear Sir,

In compliance with Regulation 44 of the of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclosed herewith the combined results of Remote e-Voting and e-Voting at Annual General Meeting on the various resolutions moved at the 62nd Annual General Meeting (AGM) of the shareholders of the Company held on Tuesday, September 29, 2020 at 3.00 pm at Growel's 101 Mall, Akurli Road, Kandivli – East, Mumbai – 400101 through Video Conferencing (VC) / other Audio Visual Means (OAVM). The said results were announced after taking on record the Scrutinizer's Report dated 01st October, 2020 (also enclosed).

All resolutions moved at the AGM were thus carried/ passed with the requisite majority.

Thanking You,

FOR GRAUER & WEIL (INDIA) LIMITED


CHINTAN K. GANDHI
COMPANY SECRETARY



Consolidated Report of Scrutinizer for Remote E-voting & E-voting during AGM
[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the
Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairperson,
GRAUER & WEIL (INDIA) LIMITED,
Growel Corporate, Akurli Road,
Kandivli (East),
Mumbai- 400 101.

Subject: 62nd (Sixty-Second) Annual General Meeting of the members of Grauer & Weil (India) Limited Held on Tuesday, September 29, 2020 at 3.00 P.M (IST) Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors of Grauer & Weil (India) Limited for the purpose of scrutinizing the remote e-voting process and e-voting during the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circular no. 20/2020 of May 5, 2020 and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in a fair and transparent manner in respect of the Resolutions passed at the AGM of Grauer & Weil (India) Limited at their Meeting held on Tuesday, September 29, 2020 at 3.00 P.M (IST) by Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to remote e-voting and e-voting system during the AGM. Our responsibility as a Scrutinizer is restricted to make a Scrutinizer's Report of the Votes Cast in "FAVOUR" or "AGAINST" the resolutions as stated below on the report generated from the remote e-voting and e-voting system at the AGM provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting system at the AGM.

We hereby submit our report as follows:

1. The resolutions were transacted through the process of remote e-voting and through e-voting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged CDSL for its services;

Contd..2..



: 2 :

2. The resolutions were transacted through the process of remote e-voting and through e-voting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged CDSL for its services;
3. Members attended the Meeting through VC/OAVM facility provided in accordance with the General Circular no. 20/2020 of May 5, 2020 and other circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and were counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013;
4. The cut-off date for the purpose of identifying Members who were entitled to vote on the resolutions placed for approval, was September 22, 2020;
5. The period for remote e-voting commenced on Saturday, September 26, 2020 at 10:00 a.m. (IST) and ended on Monday, September 28, 2020 at 5:00 p.m. (IST). The remote e-voting module was disabled by CSDL for voting thereafter;
6. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM;
7. Further, the votes cast through remote e-voting and e-voting system during the AGM were unblocked by us on September 29, 2020 at 5.01 p.m. in the presence of two witnesses Mr. Krunal Wala and Ms. Akanksha Chaubey, neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website;
8. The votes were also scrutinized for the purpose of eliminating duplicate voting, if any;
9. Our report on the results of e-voting is based on the data downloaded from the website of CDSL;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company.

We hereby submit our Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting system at the AGM.

Item No.1: Adoption of :-

- a. **the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors' and Auditor's thereon;**

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: 3 :

- b. the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of Auditor's thereon;
- AS AN ORDINARY RESOLUTION:

A.

| Votes in Favour | | | Votes against | | | Invalid Votes |
|---------------------------|--------------------|-------------------------------|---------------------------|--------------------|-------------------------------|--------------------|
| Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of votes cast |
| 107 | 158364290 | 99.999898 | 2 | 161 | 0.000102 | 0 |

B.

| Whether Promoter / Promoter Group are interested in the agenda/resolution? | | | No | | | | | |
|--|-------------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6) = [(4)/(2)] *100 | % of votes against on votes polled (7) = [(5)/(2)] *100 |
| Promoter | E-voting | 156542610 | 156154610 | 99.752144 | 156154610 | 0 | 100.00000 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Institutions | E-voting | 207611 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Non-Institutions | E-voting | 69955529 | 2209841 | 3.158923 | 2209680 | 161 | 99.992714 | 0.007286 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| TOTAL | | 226705750 | 158364451 | 69.854625 | 158364290 | 161 | 99.999898 | 0.000102 |

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: 4 :

Item No. 2 : To confirm the payment of Interim Dividend of 0.50 per Equity shares of Re. 1 each (i.e. 50%) for the Financial Year 2019-20 - AS AN ORDINARY RESOLUTION:

A.

| Votes in Favour | | | Votes against | | | Invalid Votes |
|---------------------------|--------------------|-------------------------------|---------------------------|--------------------|-------------------------------|--------------------|
| Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of votes cast |
| 107 | 158364218 | 99.999999 | 1 | 1 | 0.000001 | 0 |

B.

| Whether Promoter / Promoter Group are interested in the agenda/resolution? | | | No | | | | | |
|--|-------------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6) = [(4)/(2)] *100 | % of votes against on votes polled (7) = [(5)/(2)] *100 |
| Promoter | E-voting | 156542610 | 156154610 | 99.752144 | 156154610 | 0 | 100.00000 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Institutions | E-voting | 207611 | 0 | 0.00 | 0 | 0 | 0 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Non-Institutions | E-voting | 69955529 | 2209609 | 3.158591 | 2209608 | 1 | 99.999955 | 0.000045 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| TOTAL | | 226705750 | 158364219 | 69.854522 | 158364218 | 1 | 99.999999 | 0.000001 |

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: 5 :

Item No.3: Appointment of Mr. Vinod Haritwal (DIN: 00112862), who retires by rotation and being eligible, offers himself for re-appointment - AS AN ORDINARY RESOLUTION:

A.

| Votes in Favour | | | Votes against | | | Invalid Votes |
|---------------------------|--------------------|-------------------------------|---------------------------|--------------------|-------------------------------|--------------------|
| Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of votes cast |
| 103 | 158331590 | 99.999772 | 3 | 361 | 0.000228 | *25000 |

* Mr. Vinod Haritwal, being interested in the resolution, the votes cast by him is marked invalid.

B.

| Whether Promoter / Promoter Group are interested in the agenda/resolution? | | | Yes | | | | | |
|--|-------------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6) = [(4)/(2)] *100 | % of votes against on votes polled (7) = [(5)/(2)] *100 |
| Promoter | E-voting | 156542610 | 156129610 | 99.736174 | 156129610 | 0 | 100.00000 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Institutions | E-voting | 207611 | 0 | 0.00 | 0 | 0 | 0 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Non-Institutions | E-voting | 69955529 | 2202341 | 3.148201 | 2201980 | 361 | 99.983608 | 0.016392 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| TOTAL | | 226705750 | 158331951 | 69.840289 | 158331590 | 361 | 99.999772 | 0.000228 |

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: 6 :

Item No.4 : Reappointment of Mr. Umeshkumar More as Whole-time Director of the Company designated as a Chairman for a period of 3 (Three) years w.e.f. January 1, 2021 - AS A SPECIAL RESOLUTION:

A.

| Votes in Favour | | | Votes against | | | Invalid Votes |
|---------------------------|--------------------|-------------------------------|---------------------------|--------------------|-------------------------------|--------------------|
| Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of votes cast |
| 91 | 11945850 | 99.996978 | 3 | 361 | 0.003022 | *146418240 |

*Mr. Umeshkumar More, Mr. Niraj Kumar More, Ms. Pallavi More, Ms. Premlata More, Ms. Manisha Dujodwala, Ms. Shivani Rajgarhia, Bubna More and Company LLP, Radhakishan Nandlal LLP, Growel Projects LLP, Poona Bottling Company Private Limited and Ridhi Sidhi Ltd., being interested in the resolution, the votes cast by them marked as invalid.

B.

| Whether Promoter / Promoter Group are interested in the agenda/resolution? | | | Yes | | | | | |
|--|-------------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6) = [(4)/(2)] *100 | % of votes against on votes polled (7) = [(5)/(2)] *100 |
| Promoter | E-voting | 156542610 | 9736370 | 6.219629 | 9736370 | 0 | 100 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Institutions | E-voting | 207611 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Non-Institutions | E-voting | 69955529 | 2209841 | 3.158923 | 2209480 | 361 | 99.983664 | 0.016336 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| TOTAL | | 226705750 | 11946211 | 5.269479 | 11945850 | 361 | 99.996978 | 0.003022 |

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: 7 :

Item No.5: Appointment of Dr. Prerna Sonthalia Goradia as Independent Director of the Company for a period of 5 (Five) years w.e.f. July 29, 2020 - AS AN ORDINARY RESOLUTION:

A.

| Votes in Favour | | | Votes against | | | Invalid Votes |
|---------------------------|--------------------|-------------------------------|---------------------------|--------------------|-------------------------------|--------------------|
| Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of votes cast |
| 104 | 158355790 | 99.999267 | 4 | 1,161 | 0.000733 | - |

B.

| Whether Promoter / Promoter Group are interested in the agenda/resolution? | | | No | | | | | |
|--|-------------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6) = [(4)/(2)] *100 | % of votes against on votes polled (7) = [(5)/(2)] *100 |
| Promoter | E-voting | 156542610 | 156154610 | 99.752144 | 156154610 | 0 | 100.00000 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Institutions | E-voting | 207611 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Non-Institutions | E-voting | 69955529 | 2202341 | 3.148201 | 2201180 | 1161 | 99.947283 | 0.052717 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| TOTAL | | 226705750 | 158356951 | 69.851317 | 158355790 | 1161 | 99.999267 | 0.000733 |

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: 8 :

Item No.6: To ratify the remuneration of M/s V. J. Talati & Co., Cost Auditors of the Company for the Financial Year ending March 31, 2021 - AS AN ORDINARY RESOLUTION:

A.

| Votes in Favour | | | Votes against | | | Invalid Votes |
|---------------------------|--------------------|-------------------------------|---------------------------|--------------------|-------------------------------|--------------------|
| Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of Members who voted | Nos. of votes cast | % of total nos. of votes cast | Nos. of votes cast |
| 105 | 158364030 | 99.999734 | 4 | 421 | 0.000266 | 0 |

B.

| Whether Promoter / Promoter Group are interested in the agenda/resolution? | | | No | | | | | |
|--|-------------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Category | Mode of Voting | No. of Shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6) = [(4)/(2)] *100 | % of votes against on votes polled (7) = [(5)/(2)] *100 |
| Promoter | E-voting | 156542610 | 156154610 | 99.752144 | 156154610 | 0 | 100 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Institutions | E-voting | 207611 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public Non-Institutions | E-voting | 69955529 | 2209841 | 3.158923 | 2209420 | 421 | 99.980949 | 0.019051 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| TOTAL | | 226705750 | 158364451 | 69.854625 | 158364030 | 421 | 99.999734 | 0.000266 |

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: 9 :

All the resolutions voted through remote e-voting and e-voting at the AGM were passed with **REQUISITE MAJORITY**. The e-voting reports containing a list of Members who voted "FOR" and "AGAINST" each resolution and all other relevant records will be sealed and handed over to the Company Secretary of the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries



[CS MAHESH SONI]
PARTNER

FCS: 3706; COP: 2324

UDIN : F003706B000832028

PLACE: MUMBAI

DATE: OCTOBER 1, 2020.

Umesh
Kumar
More

Digitally signed by Umesh Kumar More
DN: cn=Umesh Kumar More, o=IN,
st=Maharashtra, c=Person,
serialNumber=948625111040016
2967783667772648170017818a1
27784639
Date: 2020.10.01 15:24:51 +05'30'

